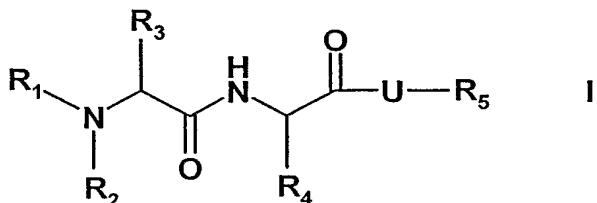


We claim:

1. A compound according to formula I



wherein

R_1 is H; $\text{C}_1\text{-C}_4$ alkyl; $\text{C}_1\text{-C}_4$ alkenyl; $\text{C}_1\text{-C}_4$ alkynyl or $\text{C}_3\text{-C}_{10}$ cycloalkyl which are unsubstituted or substituted;

R_2 is H; $\text{C}_1\text{-C}_4$ alkyl; $\text{C}_1\text{-C}_4$ alkenyl; $\text{C}_1\text{-C}_4$ alkynyl or $\text{C}_3\text{-C}_{10}$ cycloalkyl which are unsubstituted or substituted;

R_3 is H; $-\text{CF}_3$; $-\text{C}_2\text{F}_5$; $\text{C}_1\text{-C}_4$ alkyl; $\text{C}_1\text{-C}_4$ alkenyl; $\text{C}_1\text{-C}_4$ alkynyl; $-\text{CH}_2\text{-Z}$ or R_2 and R_3 together with the nitrogen form a het ring;

Z is H; $-\text{OH}$; F; Cl; $-\text{CH}_3$; $-\text{CF}_3$; $-\text{CH}_2\text{Cl}$; $-\text{CH}_2\text{F}$ or $-\text{CH}_2\text{OH}$;

R_4 is $\text{C}_1\text{-C}_{16}$ straight or branched alkyl; $\text{C}_1\text{-C}_{16}$ alkenyl; $\text{C}_1\text{-C}_{16}$ alkynyl; or $-\text{C}_3\text{-C}_{10}$ cycloalkyl; $-(\text{CH}_2)_{1-6}\text{-Z}_1$; $-(\text{CH}_2)_{0-6}\text{-aryl}$; and $-(\text{CH}_2)_{0-6}\text{-het}$; wherein alkyl, cycloalkyl and phenyl are unsubstituted or substituted;

Z_1 is $-\text{N}(\text{R}_8)\text{-C}(\text{O})\text{-C}_1\text{-C}_{10}$ alkyl; $-\text{N}(\text{R}_8)\text{-C}(\text{O})\text{-}(\text{CH}_2)_{1-6}\text{-C}_3\text{-C}_7$ cycloalkyl; $-\text{N}(\text{R}_8)\text{-C}(\text{O})\text{-}(\text{CH}_2)_{0-6}$ -phenyl; $-\text{N}(\text{R}_8)\text{-C}(\text{O})\text{-}(\text{CH}_2)_{1-6}$ -het; $-\text{C}(\text{O})\text{-N}(\text{R}_9)(\text{R}_{10})$; $-\text{C}(\text{O})\text{-O-C}_1\text{-C}_{10}$ alkyl; $-\text{C}(\text{O})\text{-O-(CH}_2)_{1-6}\text{-C}_3\text{-C}_7$ cycloalkyl; $-\text{C}(\text{O})\text{-O-(CH}_2)_{0-6}$ -phenyl; $-\text{C}(\text{O})\text{-O-(CH}_2)_{1-6}$ -het; $-\text{O-C}(\text{O})\text{-C}_1\text{-C}_{10}$ alkyl; $-\text{O-C}(\text{O})\text{-}(\text{CH}_2)_{1-6}\text{-C}_3\text{-C}_7$ cycloalkyl; $-\text{O-C}(\text{O})\text{-}(\text{CH}_2)_{0-6}$ -phenyl; $-\text{O-C}(\text{O})\text{-}(\text{CH}_2)_{1-6}$ -het; wherein alkyl, cycloalkyl and phenyl are unsubstituted or substituted;

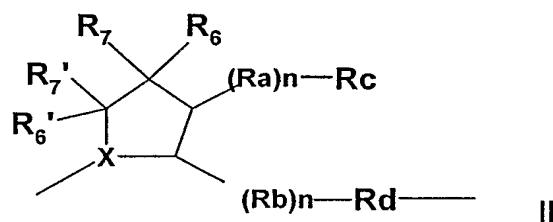
het is a 5-7 membered heterocyclic ring containing 1- 4 heteroatoms selected from N, O and S, or an 8-12 membered fused ring system including at least one 5-7 membered heterocyclic ring containing 1, 2 or 3 heteroatoms selected from N, O, and S, which heterocyclic ring or fused ring system is unsubstituted or substituted on a carbon or nitrogen atom;

R₈ is H; -CH₃; -CF₃; -CH₂OH or -CH₂Cl;

R₉ and R₁₀ are each independently H; C₁-C₄alkyl; C₃-C₇cycloalkyl; -(CH₂)₁₋₆-C₃-C₇cycloalkyl; -(CH₂)₀₋₆-phenyl; wherein alkyl, cycloalkyl and phenyl are unsubstituted or substituted, or R₉ and R₁₀ together with the nitrogen form het;

R₅ is H; C₁-C₁₀-alkyl; aryl; phenyl; C₃-C₇cycloalkyl; -(CH₂)₁₋₆-C₃-C₇cycloalkyl; -C₁-C₁₀alkyl-aryl; -(CH₂)₀₋₆-C₃-C₇cycloalkyl-(CH₂)₀₋₆-phenyl; -(CH₂)₀₋₄CH-((CH₂)₁₋₄-phenyl)₂; -(CH₂)₀₋₆-CH(phenyl)₂; -indanyl; -C(O)-C₁-C₁₀alkyl; -C(O)-(CH₂)₁₋₆-C₃-C₇cycloalkyl; -C(O)-(CH₂)₀₋₆-phenyl; -(CH₂)₀₋₆-C(O)-phenyl; -(CH₂)₀₋₆-het; -C(O)-(CH₂)₁₋₆-het; or R₅ is a residue of an amino acid, wherein the alkyl, cycloalkyl, phenyl and aryl substituents are unsubstituted or substituted;

U is as shown in structure II:



wherein

n = 0-5;

X is -CH or N;

R_a and R_b are independently an O, S, or N atom or C₀₋₈ alkyl wherein one or more of the carbon atoms in the alkyl chain may be replaced by a heteroatom selected from O, S or N, and where the alkyl may be unsubstituted or substituted;

R_d is selected from:

- (a) -Re - Q - (Rf)_p(Rg)_q; or
- (b) Ar₁-D- Ar₂;

R_c is H or R_c and R_d may together form a cycloalkyl or het; where if R_d and R_c form a cycloalkyl or het, R₅ is attached to the formed ring at a C or N atom;

p and q are independently 0 or 1;

Re is C₁₋₈ alkyl or alkylidene, and Re which may be unsubstituted or substituted;

Q is N, O, S, S(O), or S(O)₂;

Ar₁ and Ar₂ are substituted or unsubstituted aryl or het;

R_f and R_g are each independently H; -C₁-C₁₀alkyl; C₁-C₁₀alkylaryl; -OH; -O-C₁-C₁₀alkyl; -(CH₂)₀₋₆-C₃-C₇cycloalkyl; -O-(CH₂)₀₋₆-aryl; phenyl; aryl; phenyl-phenyl; -(CH₂)₁₋₆-het; -O-(CH₂)₁₋₆-het; -OR₁₁; -C(O)-R₁₁; -C(O)-N(R₁₁)(R₁₂); -N(R₁₁)(R₁₂); -S-R₁₁; -S(O)-R₁₁; -S(O)₂-R₁₁; -S(O)₂-NR₁₁R₁₂; -NR₁₁-S(O)₂- R₁₂; S-C₁-C₁₀alkyl; aryl-C₁-C₄alkyl; het-C₁-C₄-alkyl wherein alkyl, cycloalkyl, het and aryl are unsubstituted or substituted; -SO₂-C₁-C₂alkyl; -SO₂-C₁-C₂alkylphenyl; -O-C₁-C₄alkyl; or R_g and R_f form a ring selected from het or aryl;

D is -CO-; -C(O)-C₁₋₇ alkylene or arylene; -CF₂-; -O-; -S(O)_r where r is 0-2; 1,3dioaxolane; or C₁₋₇ alkyl-OH; where alkyl, alkylene or arylene may be unsubstituted or substituted with one or more halogens, OH, -O-C₁-C₆alkyl, -S-C₁-C₆alkyl or -CF₃; or D is -N(Rh) wherein Rh is H; C₁₋₇ alkyl (unsub or substituted); aryl; -O(C₁₋₇cycloalkyl) (unsub or substituted); C(O)-C₁-C₁₀alkyl; C(O)-C₀-C₁₀alkyl-aryl; C-O-C₁-C₁₀alkyl; C-O-C₀-C₁₀alkyl-aryl or SO₂-C₁-C₁₀-alkyl; SO₂-(C₀-C₁₀-alkylaryl);

R₆, R₇, R'₆ and R'₇ are each independently H; -C₁-C₁₀ alkyl; -C₁-C₁₀ alkoxy; aryl-C₁-C₁₀ alkoxy; -OH; -O-C₁-C₁₀alkyl; -(CH₂)₀₋₆-C₃-C₇cycloalkyl; -O-(CH₂)₀₋₆-aryl; phenyl; -

(CH₂)₁₋₆-het; -O-(CH₂)₁₋₆-het; -OR₁₁; -C(O)-R₁₁; -C(O)-N(R₁₁)(R₁₂); -N(R₁₁)(R₁₂); -S-R₁₁; -S(O)-R₁₁; -S(O)₂-R₁₁; -S(O)₂-NR₁₁R₁₂; -NR₁₁-S(O)₂-R₁₂; wherein alkyl, cycloalkyl and aryl are unsubstituted or substituted; and R₆, R₇, R'₆ and R'₇ can be united to form a ring system;

R₁₁ and R₁₂ are independently H; C₁-C₁₀ alkyl; -(CH₂)₀₋₆-C₃-C₇cycloalkyl; -(CH₂)₀₋₆-(CH₀₋₁(aryl)₁₋₂; -C(O)-C₁-C₁₀alkyl; -C(O)-(CH₂)₁₋₆-C₃-C₇cycloalkyl; -C(O)-O-(CH₂)₀₋₆-aryl; -C(O)-(CH₂)₀₋₆-O-fluorenyl; -C(O)-NH-(CH₂)₀₋₆-aryl; -C(O)-(CH₂)₀₋₆-aryl; -C(O)-(CH₂)₁₋₆-het; -C(S)-C₁-C₁₀alkyl; -C(S)-(CH₂)₁₋₆-C₃-C₇cycloalkyl; -C(S)-O-(CH₂)₀₋₆-aryl; -C(S)-(CH₂)₀₋₆-O-fluorenyl; -C(S)-NH-(CH₂)₀₋₆-aryl; -C(S)-(CH₂)₀₋₆-aryl; -C(S)-(CH₂)₁₋₆-het; wherein alkyl, cycloalkyl and aryl are unsubstituted or substituted; or R₁₁ and R₁₂ are a substituent that facilitates transport of the molecule across a cell membrane; or R₁₁ and R₁₂ together with the nitrogen atom form het; wherein the alkyl substituents of R₁₁ and R₁₂ may be unsubstituted or substituted by one or more substituents selected from C₁-C₁₀alkyl, halogen, OH, -O-C₁-C₆alkyl, -S-C₁-C₆alkyl or -CF₃; substituted cycloalkyl substituents of R₁₁ and R₁₂ are substituted by one or more substituents selected from a C₁-C₁₀alkene; C₁-C₆alkyl; halogen; OH; -O-C₁-C₆alkyl; -S-C₁-C₆alkyl or -CF₃; and substituted phenyl or aryl of R₁₁ and R₁₂ are substituted by one or more substituents selected from halogen; hydroxy; C₁-C₄ alkyl; C₁-C₄ alkoxy; nitro; -CN; -O-C(O)-C₁-C₄alkyl and -C(O)-O-C₁-C₄aryl, or pharmaceutically acceptable salts thereof.

2. A compound formula (I) according to claim 1 wherein R₁ is H; -C₁-C₄ alkyl; -C₁-C₄ alkenyl; -C₁-C₄ alkynyl or cycloalkyl which are unsubstituted or substituted by one or more substituents selected from halogen, -OH, -SH, -OCH₃, -SCH₃, -CN, -SCN and nitro;

R_2 is H; $-C_1-C_4$ alkyl; $-C_1-C_4$ alkenyl; $-C_1-C_4$ alkynyl or cycloalkyl which are unsubstituted or substituted by one or more substituents selected from halogen, -OH, -SH, -OCH₃, -SCH₃, -CN, -SCN and nitro;

R_3 is H; -CF₃; -C₂F₅; $-C_1-C_4$ alkyl; $-C_1-C_4$ alkenyl; $-C_1-C_4$ alkynyl; $-CH_2-Z$ or R_2 and R_3 together with the nitrogen form a het;

Z is H; -OH; F; Cl; -CH₃; -CF₃; -CH₂Cl; -CH₂F or -CH₂OH;

R_4 is C_1-C_{16} straight or branched alkyl; C_1-C_{16} alkenyl; C_1-C_{16} alkynyl; or cycloalkyl; $-(CH_2)_{1-6}-Z_1$; $-(CH_2)_{0-6}$ -phenyl; and $-(CH_2)_{0-6}$ -het; wherein alkyl, cycloalkyl and phenyl are unsubstituted or substituted;

Z_1 is $-N(R_8)-C(O)-C_1-C_{10}$ alkyl; $-N(R_8)-C(O)-(CH_2)_{1-6}-C_3-C_7$ cycloalkyl; $-N(R_8)-C(O)-(CH_2)_{0-6}$ -phenyl; $-N(R_8)-C(O)-(CH_2)_{1-6}$ -het; $-C(O)-N(R_9)(R_{10})$; $-C(O)-O-C_1-C_{10}$ alkyl; $-C(O)-O-(CH_2)_{1-6}-C_3-C_7$ cycloalkyl; $-C(O)-O-(CH_2)_{0-6}$ -phenyl; $-C(O)-O-(CH_2)_{1-6}$ -het; $-O-C(O)-C_1-C_{10}$ alkyl; $-O-C(O)-(CH_2)_{1-6}-C_3-C_7$ cycloalkyl; $-O-C(O)-(CH_2)_{0-6}$ -phenyl; $-O-C(O)-(CH_2)_{1-6}$ -het, wherein alkyl, cycloalkyl and phenyl are unsubstituted or substituted;

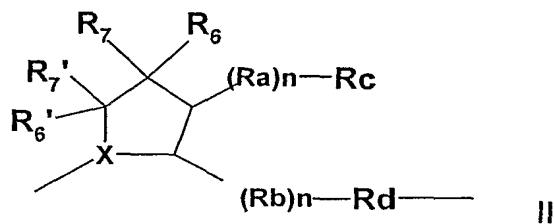
het is a 5-7 membered heterocyclic ring containing 1- 4 heteroatoms selected from N, O and S, or an 8-12 membered fused ring system including at least one 5-7 membered heterocyclic ring containing 1, 2 or 3 heteroatoms selected from N, O, and S, which heterocyclic ring or fused ring system is unsubstituted or substituted on a carbon atom by halogen, hydroxy, C_1-C_4 alkyl, C_1-C_4 alkoxy, nitro, $-O-C(O)-C_1-C_4$ alkyl or $-C(O)-O-C_1-C_4$ alkyl or on a nitrogen by C_1-C_4 alkyl, $-O-C(O)-C_1-C_4$ alkyl or $-C(O)-O-C_1-C_4$ alkyl;

R_8 is H, -CH₃, -CF₃, -CH₂OH or -CH₂Cl;

R_9 and R_{10} are each independently H; $-C_1-C_4$ alkyl; C_3-C_7 cycloalkyl; $-(CH_2)_{1-6}-C_3-C_7$ cycloalkyl; $-(CH_2)_{0-6}$ -phenyl; wherein alkyl, cycloalkyl and phenyl are unsubstituted or substituted, or R_9 and R_{10} together with the nitrogen form het;

R_5 is H; C_1-C_{10} alkyl; C_3-C_7 cycloalkyl; $-(CH_2)_{1-6}-C_3-C_7$ cycloalkyl; $-C_1-C_{10}$ alkyl-aryl; $-(CH_2)_{0-6}-C_3-C_7$ cycloalkyl- $(CH_2)_{0-6}$ -phenyl; $-(CH_2)_{0-4}CH-((CH_2)_{1-4}$ -phenyl) $_2$; $-(CH_2)_{0-6}-CH(phenyl)_2$; indanyl; $-C(O)-C_1-C_{10}$ alkyl; $-C(O)-(CH_2)_{1-6}-C_3-C_7$ cycloalkyl; $-C(O)-(CH_2)_{0-6}$ -phenyl; $-(CH_2)_{0-6}$ -het; $-C(O)-(CH_2)_{1-6}$ -het; or R_5 is a residue of an amino acid, wherein alkyl, cycloalkyl, phenyl and aryl are unsubstituted or substituted;

U is as shown in structure II:



wherein

$n = 0-5$;

X is $-CH$ or N ;

Ra and Rb are independently an O, S, or N atom or C_{0-8} alkyl wherein one or more of the carbon atoms in the alkyl chain may be replaced by a heteroatom selected from O, S or N, and where the alkyl may be unsubstituted or substituted;

Rd is selected from:

- (a) $Re - Q - (Rf)_p(Rg)_q$; or
- (b) $Ar_1 - D - Ar_2$;

p and q are independently 0 or 1;

Rc is H or Rd and Rc together form cycloalkyl or het; where if Rd and Rc form a cycloalkyl or heteroring, R_5 is attached to the formed ring at a C or N atom;

Re is C₁₋₈ alkyl which may be unsubstituted or substituted;

Q is N, O, S, S(O), or S(O)₂;

Ar₁ and Ar₂ are substituted or unsubstituted aryl or het;

Rf and Rg are each independently H or substituted or unsubstituted C₀-C₁₀alkyl, or C₁-C₁₀alkylaryl;

D is -CO-; -C(O)-C₁₋₇ alkylene or arylene; -CF₂-; -O-; -S(O)_r where r is 0-2;

1,3dioaxolane; or C₁₋₇ alkyl-OH; where alkyl, alkylene or arylene may be unsubstituted or substituted with one or more halogens, OH, -O-C₁-C₆alkyl, -S-C₁-C₆alkyl or -CF₃; or D is -N(Rh) wherein Rh is H; C₁₋₇ alkyl (unsub or substituted); aryl; -O(C₁₋₇cycloalkyl) (unsub or substituted); C(O)-C₁-C₁₀alkyl; C(O)-C₀-C₁₀alkyl-aryl; C-O-C₁-C₁₀alkyl; C-O-C₀-C₁₀alkyl-aryl or SO₂-C₁-C₁₀-alkyl; SO₂-(C₀-C₁₀-alkylaryl);

and R₆, R₇, R'₆ and R'₇ are each independently H; -C₁-C₁₀ alkyl; -OH; -O-C₁-C₁₀alkyl; -(CH₂)₀₋₆-C₃-C₇cycloalkyl; -O-(CH₂)₀₋₆-aryl; phenyl; -(CH₂)₁₋₆-het; -O-(CH₂)₁₋₆-het; -OR₁₁; -C(O)-R₁₁; -C(O)-N(R₁₁)(R₁₂); -N(R₁₁)(R₁₂); -S-R₁₁; -S(O)-R₁₁; -S(O)₂-R₁₁; -S(O)₂-NR₁₁R₁₂; -NR₁₁-S(O)₂-R₁₂; wherein alkyl, cycloalkyl and aryl are unsubstituted or substituted; or any R₆, R₇, R'₆ and R'₇ can be united to form a ring system;

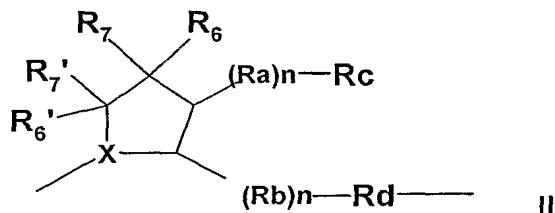
R₁₁ and R₁₂ are independently H; C₁-C₁₀ alkyl; -(CH₂)₀₋₆-C₃-C₇cycloalkyl; -(CH₂)₀₋₆-(CH)₀₋₁(aryl)₁₋₂; -C(O)-C₁-C₁₀alkyl; -C(O)-(CH₂)₁₋₆-C₃-C₇cycloalkyl; -C(O)-O-(CH₂)₀₋₆-aryl; -C(O)-(CH₂)₀₋₆-O-fluorenyl; -C(O)-NH-(CH₂)₀₋₆-aryl; -C(O)-(CH₂)₀₋₆-aryl; -C(O)-(CH₂)₁₋₆-het; -C(S)-C₁-C₁₀alkyl; -C(S)-(CH₂)₁₋₆-C₃-C₇cycloalkyl; -C(S)-O-(CH₂)₀₋₆-aryl; -C(S)-(CH₂)₀₋₆-O-fluorenyl; -C(S)-NH-(CH₂)₀₋₆-aryl; -C(S)-(CH₂)₀₋₆-aryl; -C(S)-(CH₂)₁₋₆-het, wherein alkyl, cycloalkyl and aryl are unsubstituted or substituted; or R₁₁ and R₁₂ are a substituent that facilitates transport of the molecule across a cell membrane; or R₁₁ and R₁₂ together with the nitrogen are het; aryl of R₁₁ and R₁₂ can be phenyl, naphthyl, or indanyl which is unsubstituted or substituted; alkyl of R₁₁ and R₁₂ may be unsubstituted or substituted by one or more substituents selected from a C₁-C₁₀ alkene, halogen, OH, -O-C₁-C₆alkyl, -S-C₁-C₆alkyl and -CF₃;

cycloalkyl of R_{11} and R_{12} may be unsubstituted or substituted by one or more selected from a C_1 - C_{10} alkene, one or more halogens, C_1 - C_6 alkyl, halogen, OH, -O- C_1 - C_6 alkyl, -S- C_1 - C_6 alkyl or -CF₃; and phenyl or aryl of R_{11} and R_{12} may be unsubstituted or substituted by one or more substituents selected from halogen, hydroxy, C_1 - C_4 alkyl, C_1 - C_4 alkoxy, nitro, -CN, -O-C(O)- C_1 - C_4 alkyl and -C(O)-O-C₁-C₄-aryl; or pharmaceutically acceptable salts thereof.

3. A compound according to Claim 1 wherein

R_1 and R_2 are independently H or substituted or unsubstituted C_1 - C_4 alkyl; R_4 is C_1 - C_{16} straight or branched alkyl, or C_3 - C_{10} cycloalkyl, wherein the alkyl or cycloalkyl may be unsubstituted or substituted; R_5 is H; C_1 - C_{10} alkyl; C_1 - C_{10} alkyl-aryl; -C(O)-(CH₂)₀₋₆-Phenyl; -(CH₂)₀₋₆-C(O)- Phenyl; aryl; indanyl; naphthyl or R_5 is a residue of an amino acid, wherein the alkyl or aryl substituents are unsubstituted or substituted;

U is as shown in structure II:



wherein

n = 0-5;

X is -CH or N;

R_a and R_b are independently an O, S, or N atom or C_{0-8} alkyl wherein one or more of the carbon atoms in the alkyl chain may be replaced by a heteroatom selected from O, S or N, and where the alkyl may be unsubstituted or substituted;

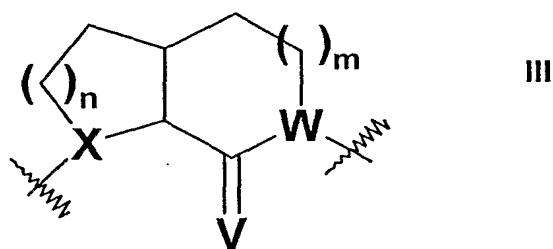
R_d is selected from

- (a) -Re - Q - (Rf)_p(Rg)_q; or
- (c) Ar₁-D- Ar₂;

Rc is H or Rc and Rd together form cycloalkyl or het; where if Rd and Rc form a cycloalkyl or heteroring, R₅ is attached to the formed ring at a C or N atom; p and q are independently 0 or 1; Re is C₁₋₈ alkyl, or methyldene which may be unsubstituted or substituted; Q is N, O, S, S(O), or S(O)₂; Ar₁ and Ar₂ are substituted or unsubstituted aryl or het; Rf and Rg are each independently H or substituted or unsubstituted C₀-C₁₀alkyl; C₁-C₁₀alkylaryl; aryl-C₁-C₁₀alkyl; het-C₁-C₁₀alkyl -C(O)-C₁-C₄-alkyl-phenyl; -C(O)-C₁-C₄-alkyl; -SO₂-C₁-C₂alkyl; -SO₂-C₁-C₂alkylphenyl; -O-C₁-C₄-alkyl;

D is $-\text{C}(\text{O})-$; C_{1-7} alkylene or arylene; $-\text{O}-$, or $-\text{S}(\text{O})_r$ where r is 0-2; where alkyl, alkylene or arylene which may be unsubstituted or substituted with one or more halogens; $-\text{OH}$; $-\text{O}-\text{C}_1-\text{C}_6\text{alkyl}$; $-\text{S}-\text{C}_1-\text{C}_6\text{alkyl}$ or $-\text{CF}_3$; or D is NRh wherein Rh is H; C_{1-7} alkyl (unsubstituted or substituted); aryl; $-\text{OC}_{1-7}$ cycloalkyl (unsubstituted or substituted); $-\text{CO}-\text{C}_{0-10}$ alkyl or aryl or $\text{SO}_2-\text{C}_{0-10}$ -alkyl or aryl; and R_6 , R_7 , R'_6 and R'_7 are each independently H, $-\text{C}_1-\text{C}_{10}$ alkyl, or $-\text{OH}$, alkoxy, or aryloxy; or pharmaceutically acceptable salts thereof.

4. A compound according to Claim 1 wherein
U is a bicyclic saturated or unsaturated ring system, consisting of all carbon skeleton
or with one or more heteroatoms such as O, N, S but preferably as shown in
structure III:



wherein

wherein any of the ring carbon atoms can be unsubstituted or substituted with any of the substituted defined above for R₆, R₇, R₆' and R₇';

X is CH or N;

V is O, F₂, Cl₂, Br₂, I₂, S, YH, H₂, NH, or C₁-C₄ alkyl;

W is -CH, or -N;

n is 0-3; and

m is 0-3.

5. A compound according to Claim 1 wherein the ring carbon atoms on U are substituted with substituents independently selected from halo, H, OH, lower alkyl or lower alkoxy, wherein alkyl or alkoxy are unsubstituted or substituted by halogen, OH, lower alkyl or lower alkoxy.

6. A compound according to Claim 1 wherein

R₁ and R₃ are preferably methyl or ethyl;

R₂ is especially H methyl, ethyl, chloromethyl, dichloromethyl or trifluoromethyl;

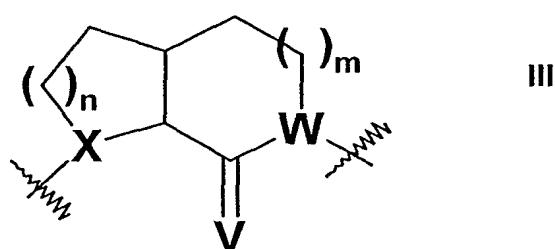
R₄ is -C₁-C₄alkyl; -C₃-C₇ cycloalkyl; -(CH₂)₁₋₆cycloalkyl; or -(CH₂)₀₋₆aryl;

R₅ is -C₁-C₄alkyl-phenyl; -C(O)-C₁-C₄-alkyl-phenyl; -C₁-C₄-C(O)-alkyl-phenyl or aryl, R₅ is particularly phenylmethyl, phenylethyl and phenylpropyl; indanyl, naphthyl;

-C(O)-CH₂-phenyl or -CH₂-C(O)-phenyl;

R₆ and R₇ are H or methyl;

U has the structure of formula III:



wherein

wherein any of the ring carbon atoms can be unsubstituted or substituted with any of the substituted defined above for R₆, R₇, R_{6'} and R_{7'};

X is N;

V is O or H₂;

W is -N;

n is 1; and

m is 1 or 2.

7. A compound according to Claim 1 wherein

R₁ and R₃ are preferably methyl or ethyl;

R₂ is H;

R₄ is C₁-C₄alkyl; C₃-C₇ cycloalkyl; C₁-C₇ cycloalkyl-C₁-C₇alkyl; phenyl-C₁-C₇alkyl or aryl. R₄ is particularly methyl, ethyl, butyl, isopropyl, t-butyl, or cyclohexyl; -CH₂-cyclopentyl, -CH₂-cyclohexyl; -CH₂-cyclopropyl; phenyl or -CH₂-phenyl;

R₅ is -C₁-C₄-alkyl-phenyl; -C(O) -C₁-C₄-alkyl-phenyl; -C₁-C₄ -C(O) -alkyl-phenyl or aryl. R₅ is particularly phenylethyl; indanyl, naphthyl; -C(O) -CH₂-phenyl; -CH₂ -C(O) -phenyl; or (CF₃O)phenylethyl;

R₆, R'₆, R₇ and R'₇ are H;

U has the structure of formula III wherein

wherein any of the ring carbon atoms can be unsubstituted or substituted with any of the substituted defined above for R₆, R₇, R_{6'} and R_{7'};

X is N;

V is O or H₂;

W is -N;

n is 1; and

m is 1 or 2.

8. A compound according to Claim 1 wherein

R₁ and R₃ are preferably methyl or ethyl;

R₂ is especially H, methyl, ethyl, chloromethyl, dichloromethyl or trifluoromethyl;

R_4 is C_1 - C_4 alkyl or C_3 - C_7 cycloalkyl particularly isopropyl, t-butyl, cyclopentyl, or cyclohexyl;

R_5 is H;

U has the structure of formula II wherein

X is N;

R_6 , R'_6 , R_7 , and R'_7 are H;

n is O;

R_c is H;

Ar_1 and Ar_2 are substituted or unsubstituted phenyl or het particularly tetrazolyl, 1, 2,3-triazole, pyrazole, oxazole, pyrrolyl, triazine, pyrimidine, imidazol, oxadiazol; and and D is C_1 alkyl which may optionally be substituted with halo, especially F.

9. A compound according to Claim 1 wherein

R_1 and R_3 are preferably methyl or ethyl;

R_2 is especially H, methyl, ethyl, chloromethyl, dichloromethyl or trifluoromethyl;

R_4 is C_1 - C_4 alkyl; C_3 - C_7 cycloalkyl; C_1 - C_7 cycloalkyl- C_1 - C_7 alkyl; phenyl- C_1 - C_7 alkyl or aryl;

R_5 is H;

U has the structure of formula II wherein

X is N;

R_6 , R'_6 , R_7 , and R'_7 are H; or R_6 is $-C(O)-C_1-C_4$ -alkyl-phenyl and R'_6 , R_7 , and R'_7 are H;

n is O;

R_c is H;

Ar_1 and Ar_2 are substituted or unsubstituted phenyl or het, particularly triazine, pyrimidine, pyridine, oxazole, 2,4-difluorophenyl, Cl-phenyl or fluorophenyl; and D is $N(Rh)$, where Rh is H, Me, -CHO, - SO_2 , - $C(O)$, - $CHOH$, CF_3 or $-SO_2CH_3$.

10. A compound according to Claim 1 wherein

R_1 and R_3 are preferably methyl or ethyl;

R_2 is especially H, methyl, ethyl, chloromethyl, dichloromethyl or trifluoromethyl;

R_4 is C_1 - C_4 alkyl; C_3 - C_7 cycloalkyl; C_1 - C_7 cycloalkyl- C_1 - C_7 alkyl; phenyl- C_1 - C_7 alkyl or aryl. R_4 is particularly methyl, ethyl, butyl, isopropyl, t-butyl, or cyclohexyl; - CH_2 -cyclopentyl, - CH_2 -cyclohexyl; - CH_2 -cyclopropyl; phenyl or - CH_2 -phenyl;

R_5 is H;

U has the structure of formula II wherein

X is N;

R_6 , R'_6 , R_7 , and R'_7 are H;

n is O;

Rc is H;

Ar_1 and Ar_2 are substituted or unsubstituted phenyl or het particularly pyrimidine, pyridine, oxazole, 2-methyloxazole;

and D is -O-.

11. A compound according to Claim 1 wherein

R_1 and R_3 are preferably methyl or ethyl;

R_2 is especially H, methyl, ethyl, chloromethyl, dichloromethyl or trifluoromethyl;

R_4 is C_1 - C_4 alkyl or C_3 - C_7 cycloalkyl particularly isopropyl, t-butyl, cyclopentyl, or cyclohexyl;

R_5 is H;

U has the structure of formula II wherein

X is N;

R_6 , R'_6 , R_7 , and R'_7 are H;

n is O;

Rc is H;

Ar_1 and Ar_2 are substituted or unsubstituted phenyl or het;

and D is S, S(O), or S(O)₂.

12. A compound according to Claim 1 wherein

R_1 and R_3 are preferably methyl or ethyl;

R_2 is especially H, methyl, ethyl, chloromethyl, dichloromethyl or trifluoromethyl;

R_4 is C_1 - C_4 alkyl or C_3 - C_7 cycloalkyl particularly isopropyl, t-butyl, cyclopentyl, or cyclohexyl;

R_5 is H;

U has the structure of formula II wherein

X is N;

R_6 , R'_6 , R_7 , and R'_7 are H;

n is O;

R_c is H;

Ar_1 and Ar_2 are substituted or unsubstituted phenyl or het, particularly oxazole, thaizole and ozadiazole;

and D is $C(O)$, or 1,3-dioxolane.

13. A compound according to Claim 1 wherein

R_1 and R_3 are preferably methyl or ethyl;

R_2 is especially H, methyl, ethyl, chloromethyl, dichloromethyl or trifluoromethyl;

R_4 is C_1 - C_4 alkyl or C_3 - C_7 cycloalkyl particularly isopropyl, t-butyl, cyclopentyl, or cyclohexyl;

R_5 is H or phenyl C_1 - C_{10} alkyl such as phenylethyl;

U has the structure of formula II wherein

X is N;

R_6 , R'_6 , R_7 , and R'_7 are H;

n is O;

R_c and R_d are het, particularly pyrrolidine; pyrrolidin-2-one; or pyrrolidin-3-one.

14. A compound according to Claim 1 wherein

R_1 and R_3 are preferably methyl or ethyl;

R_2 is especially H, methyl, ethyl, chloromethyl, dichloromethyl or trifluoromethyl;

R_4 is C_1 - C_4 alkyl or C_3 - C_7 cycloalkyl particularly isopropyl, t-butyl, cyclopentyl, or cyclohexyl;

R_5 is H, indanyl or phenyl;

U has the structure of formula II wherein

X is N;

Q is O;

R₆, R'₆, R₇, and R'₇ are H;

n is O;

R_e is C₁ alkyl; and

p and q are 0.

15. A compound according to Claim 1 wherein

R₁ and R₃ are preferably methyl or ethyl;

R₂ is especially H, methyl, ethyl, chloromethyl, dichloromethyl or trifluoromethyl;

R₄ is C₁-C₄alkyl or C₃-C₇ cycloalkyl particularly isopropyl, t-butyl, cyclopentyl, or cyclohexyl;

R₅ is H, indanyl or phenyl;

U has the structure of formula II wherein

X is N;

Q is N;

R₆, R'₆, R₇, and R'₇ are H;

n is O;

R_e is C₁ alkyl; and

R_g is H, C₁-C₈ alkyl, methyl, ethyl, hexyl, heptyl, octyl, or CH₂CF₃, or aryl-C₁-C₄ alkyl particularly phenylethyl, furanylethyl; C₃-C₇ cycloalkyl particularly cyclohexyl;

ethylphenyl; -C(O) -C₁-C₄-alkyl-phenyl; -C(O) -C₁-C₄-alkyl; -C₁-C₄-alkyl-aryl

particularly -CH₂-phenyl; -CH₂-thiophene, -CH₂-furan, -CH₂-pyrrolidinyl, -CH₂-imidazole, -CH₂-triazole, -CH₂-imidazole;

and R_f is C₁-C₂ alkyl; C₁-C₂ alkylphenyl; -SO₂-C₁-C₂alkyl; -SO₂-C₁-C₂alkylphenyl; -O-

C₁-C₄-alkyl particularly O-ethyl; phenyl-phenyl, 1,2,3,4tetrahydronaphthalene and indanyl.

16. A compound according to Claim 1 wherein

R₁ and R₃ are preferably methyl or ethyl;

R₂ is especially H, methyl, ethyl, chloromethyl, dichloromethyl or trifluoromethyl;

R_4 is C_1 - C_4 alkyl or C_3 - C_7 cycloalkyl particularly isopropyl, t-butyl, cyclopentyl, or cyclohexyl;

R_5 is H, indanyl or phenyl;

U has the structure of formula II wherein

X is N;

Q is N;

R_6 , R'_6 , R_7 , and R'_7 are H;

n is O;

R_e is C_1 alkyl; and

R_g and R_f form a ring selected from het or aryl particularly 2,3,4,5-tetrahydrobenzo[c]azepine; 1,2,3,4 tetrahydroquinoline; indanyl which may be substituted with C_1 - C_4 alkylphenyl

17. A compound according to Claim 1 wherein

R_1 and R_3 are preferably methyl or ethyl;

R_2 is especially H, methyl, ethyl, chloromethyl, dichloromethyl or trifluoromethyl;

R_4 is C_1 - C_4 alkyl or C_3 - C_7 cycloalkyl particularly isopropyl, t-butyl, cyclopentyl, or cyclohexyl;

R_5 is phenyl;

U has the structure of formula II wherein

X is N;

Q is O, S, S(O) or S(O)₂;

R_6 , R'_6 , R_7 , and R'_7 are H;

n is O;

R_e is C_1 alkyl;

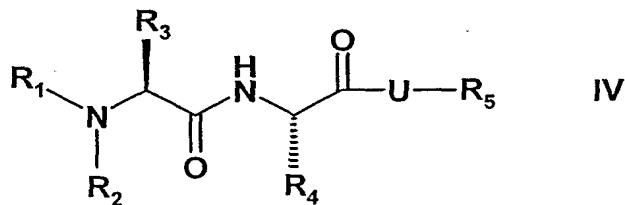
q is 0;

R_c is H;

and R_f is C_2 alkyl.

18. A compound according to Claim 1 wherein R_3 and R_4 have the stereochemistry indicated in formula IV, with the definitions of the variable substituents and

preferences described herein above also applying to compounds having the stereochemistry indicated in formula IV.



19. A compound according to Claim 18 wherein compound with the stereochemistry of formula (IV) wherein

R₁ and R₃ are preferably methyl or ethyl;

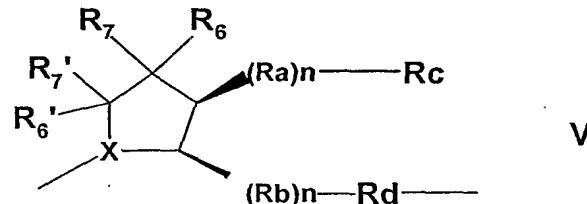
R₂ is H, methyl, ethyl, or substituted methyl especially chloromethyl, dichloromethyl and trifluoromethyl; preferably R₂ is H or unsubstituted methyl;

R₄ is C₁-C₄alkyl or C₃-C₇ cycloalkyl particularly isopropyl, t-butyl, cyclopentyl, or cyclohexyl;

R₅ is -C₁-C₄-alkyl-phenyl, particularly phenylmethyl, phenylethyl and phenylpropyl, indanyl, naphthyl; and

R₆ and R₇ are H or methyl.

20. A compound according to Claim 1 wherein the stereochemistry for U is as shown in Figure V



21. A pharmaceutical composition which comprises a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of formula I according to claim 1.
22. A method of treating a proliferative disease which comprises administering a therapeutically effective amount of a compound of formula I according to claim 1 to a mammal in need of such treatment.
23. A method of claim 22 wherein the mammal is a human.
24. A compound selected from:
 - N*-[1-Cyclohexyl-2-oxo-2-(6-phenethyl-octahydro-pyrrolo[2,3-*c*]pyridin-1-yl)-ethyl]-2-methylamino-acetamide;
 - 2-Methylamino-*N*-[2-methyl-1-(7-oxo-6-phenethyl-octahydro-pyrrolo[2,3-*c*]pyridine-1-carbonyl)-propyl]-propionamide;
 - 2-Methylamino-*N*-[2-methyl-1-(7-oxo-6-phenethyl-octahydro-pyrrolo[2,3-*c*]pyridine-1-carbonyl)-propyl]-propionamide;
 - 2-Methylamino-*N*-[2-methyl-1-(8-oxo-7-phenethyl-octahydro-pyrrolo[2,3-*c*]azepine-1-carbonyl)-propyl]-propionamide;
 - 2-Methylamino-*N*-[2-methyl-1-(7-oxo-6-phenethyl-octahydro-pyrrolo[2,3-*c*]pyridine-1-carbonyl)-propyl]-butyramide;
 - 2-Methylamino-*N*-[2-methyl-1-(7-oxo-6-phenethyl-octahydro-pyrrolo[2,3-*c*]pyridine-1-carbonyl)-propyl]-butyramide;
 - 2-Methylamino-*N*-[2-methyl-1-(8-oxo-7-phenethyl-octahydro-pyrrolo[2,3-*c*]azepine-1-carbonyl)-propyl]-butyramide;

N-[1-Cyclohexyl-2-oxo-2-(7-oxo-6-phenethyl-octahydro-pyrrolo[2,3-*c*]pyridin-1-yl)-ethyl]-2-methylamino-propionamide;

2-Methylamino-*N*-{2-methyl-1-[5-(3-methyl-hexa-3,5-dienyl)-6-oxo-hexahydro-pyrrolo[3,4-*b*]pyrrole-1-carbonyl]-propyl}-propionamide;

2-Methylamino-*N*-[2-methyl-1-(3-methyl-7-oxo-6-phenethyl-octahydro-pyrrolo[2,3-*c*]pyridine-1-carbonyl)-propyl]-propionamide;

2-Methylamino-*N*-[2-methyl-1-(3-methyl-7-oxo-6-phenethyl-octahydro-pyrrolo[2,3-*c*]pyridine-1-carbonyl)-propyl]-propionamide;

N-[1-(4-Benzylxy-7-oxo-6-phenethyl-octahydro-pyrrolo[2,3-*c*]pyridine-1-carbonyl)-2-methyl-propyl]-2-methylamino-propionamide;

N-[1-Cyclohexyl-2-oxo-2-(8-oxo-7-phenethyl-octahydro-pyrrolo[2,3-*c*]azepin-1-yl)-ethyl]-2-methylamino-butyramide;

N-[1-Cyclohexyl-2-oxo-2-(8-oxo-7-phenethyl-octahydro-pyrrolo[2,3-*c*]azepin-1-yl)-ethyl]-2-methylamino-butyramide;

N-[1-Cyclohexyl-2-oxo-2-(7-phenethyl-octahydro-pyrrolo[2,3-*c*]azepin-1-yl)-ethyl]-2-methylamino-propionamide;

2-Methylamino-*N*-[2-methyl-1-(8-oxo-7-phenethyl-octahydro-pyrrolo[2,3-*c*]azepine-1-carbonyl)-propyl]-butyramide;

(S)-*N*-{(S)-2-[(R)-2-(3-Benzyl-phenyl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl}-2-methylamino-propionamide;

(S)-*N*-{(S)-2-[(S)-2-(3-Benzyl-phenyl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl}-2-methylamino-propionamide;

(S)-2-Methylamino-*N*-((S)-2-methyl-1-[(S)-2-[3-(methyl-phenyl-amino)-phenyl]-pyrrolidine-1-carbonyl]-propyl)-propionamide;

(S)-N-((S)-1-Cyclohexyl-2-[(S)-2-[3 -(methyl-phenyl-amino)-phenyl]-pyrrolidin-1-yl]-2-oxo-ethyl)-2-methylamino-propionamide;

(S)-N-((S)-1-Cyclohexyl-2-[(R)-2-[3 -(methyl-phenyl-amino)-phenyl]-pyrrolidin-1-yl]-2-oxo-ethyl)-2-methylamino-propionamide;

(S)-N-[(S)-1-Cyclohexyl-2-oxo-2-[(R)-2-(3-phenoxy-phenyl)-pyrrolidin-1 -yl]-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-1-Cyclohexyl-2-oxo-2-[(S)-2-(3-phenoxy-phenyl)-pyrrolidin-1 -yl]-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-1-Cyclohexyl-2-oxo-2-[(R)-2-(3-phenylsulfanyl-phenyl)-pyrrolidin-1-yl]-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-1-Cyclohexyl-2-oxo-2-[(S)-2-(3-phenylsulfanyl-phenyl)-pyrrolidin-1-yl]-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-2-[(R)-2-(3-Benzenesulfonyl-phenyl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-2-[(S)-2-(2-Benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-2-[(S)-2-(2-Benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl]-2-methylamino-butyramide;

(S)-N-[(S)-2-[(S)-2-(1-Benzyl-1H-te trazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl]-2-methylamino- propionamide;

(S)-N-[(S)-2-[(S)-2-(1-Benzyl-1H-te trazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl]-2-methylamino-butyramide;

(S)-N-[(S)-2-[2-(Benzyl-oximino- hyl)-pyrrolidin-1-yl]-1-cyclohexyl- 2-oxo-ethyl]-2-methylamino-propionamide;

(S)-2-Methylamino-N-[(S)-2-methyl-1-[2-((S)-phenylmethanesulfonylamino-methyl)-pyrrolidine-1-carbonyl]-propyl]-propionamide;

(S)-2-Methylamino-N-[(S)-2-methyl-1-[2-((S)-phenylmethanesulfonylamino-methyl)-pyrrolidine-1-carbonyl]-propyl]-butyramide;

N-(1-Cyclohexyl-2-[(S)-2-[(ethyl-indan-2-yl-amino)-methyl]-pyrrolidin-1-yl]-2-oxo-ethyl)-2-((S)-methylamino)-propionamide;

(S)-N-[(S)-1-Cyclohexyl-2-[(2-[(S)-indan-2-yl-(2,2,2-trifluoro-ethyl)-amino]-methyl)-pyrrolidin-1-yl]-2-oxo-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-1-Cyclohexyl-2-[(2-[(S)-cyclohexyl-phenethyl-amino]-methyl)-pyrrolidin-1-yl]-2-oxo-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-2-[(2-[(S)-tert-Butyl-phenethyl-amino]-methyl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-1-Cyclohexyl-2-[(2-[(S)-furan-2-ylmethyl-phenethyl-amino]-methyl)-pyrrolidin-1-yl]-2-oxo-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-1-Cyclohexyl-2-oxo-2-[(2-[(S)-phenethyl-(4-phenyl-butyl)-amino]-methyl)-pyrrolidin-1-yl]-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-1-Cyclohexyl-2-[(2-[(S)-methyl-(4-phenyl-butyl)-amino]-methyl)-pyrrolidin-1-yl]-2-oxo-ethyl]-2-methylamino-propionamide;

N-[(S)-1-(S)-Cyclohexyl-2-oxo-2-((R)-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridin-1-yl)-ethyl]-acetamide;

(S)-N-[(S)-1-(S)-Cyclohexyl-2-oxo-2-((R)-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridin-1-yl)-ethyl]-2-methylamino-butyramide;

(S)-2-Methylamino-N-[(S)-2-methyl-1-((R)-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridine-1-carbonyl)-propyl]-propionamide;

(S)-N-[(S)-2,2-Dimethyl-1-((R)-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridine-1-carbonyl)-propyl]-2-methylamino-propionamide;

(S)-2-Methylamino-N-[(S)-2-methyl-1-((R)-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridine-1-carbonyl)-propyl]-butyramide;

(S)-N-[(S)-2,2-Dimethyl-1-((3aR,7aS)-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridine-1-carbonyl)-propyl]-2-methylamino-propionamide;

(S)-N-((S)-1-Cyclohexyl-2-oxo-2-((3aR,7aS)-6-[2-(2-trifluoromethoxy-phenyl)-ethyl]-octahydro-pyrrolo[2,3-c]pyridin-1-yl)-ethyl)-2-methylamino-propionamide;

(S)-N-((S)-1-Cyclohexyl-2-oxo-2-((3aR,7aS)-6-[2-(3-trifluoromethoxy-phenyl)-ethyl]-octahydro-pyrrolo[2,3-c]pyridin-1-yl)-ethyl)-2-methylamino-propionamide;

(S)-N-[(S)-1-Cyclohexyl-2-oxo-2-((3aR,6aR)-5-phenethyl-hexahydro-pyrrolo[3,4-b]pyrrol-1-yl)-ethyl]-2-methylamino-butyramide;

(S)-N-[(S)-1-Cyclohexyl-2-oxo-2-((3aS,6aS)-5-phenethyl-hexahydro-pyrrolo[3,4-b]pyrrol-1-yl)-ethyl]-2-methylamino-butyramide;

(S)-N-[(S)-1-Cyclohexyl-2-oxo-2-((3aS,6aS)-5-phenethyl-hexahydro-pyrrolo[3,4-b]pyrrol-1-yl)-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-1-Cyclohexyl-2-oxo-2-((3aS,6aS)-6-oxo-5-phenethyl-hexahydro-pyrrolo[3,4-b]pyrrol-1-yl)-ethyl]-2-methylamino-butyramide;

(S)-N-[(R)-1-Cyclohexyl-2-oxo-2-((3aS,6aS)-6-oxo-5-phenethyl-hexahydro-pyrrolo[3,4-b]pyrrol-1-yl)-ethyl]-2-methylamino-butyramide;

(S)-N-[(S)-1-Cyclohexyl-2-oxo-2-((3aS,6aS)-6-oxo-5-phenethyl-hexahydro-pyrrolo[3,4-b]pyrrol-1-yl)-ethyl]-2-methylamino-propionamide;

(S)-N-[(R)-1-Cyclohexyl-2-oxo-2-((3aS,6aS)-6-oxo-5-phenethyl-hexahydro-pyrrolo[3,4-b]pyrrol-1-yl)-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-1-(R)-Cyclohexyl-2-oxo-2-((S)-7-phenethyl-octahydro-pyrrolo[2,3-c]azepin-1-yl)-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-1-(S)-Cyclohexyl-2-oxo-2-((R)-8-oxo-7-phenethyl-octahydro-pyrrolo[2,3-c]azepin-1-yl)-ethyl]-2-methylamino-butyramide; and pharmaceutically acceptable salts thereof.

25. A compound selected from

N-[1-cyclohexyl-2-oxo-2-(6-phenethyl-octahydro-pyrrolo[2,3-c]pyridin-1-yl)-ethyl]-2-methylamino-propionamide;

N-[1-cyclohexyl-2-oxo-2-(2-(3-phenoxy-phenyl) pyrrolidin-1-yl)-ethyl]-2-methylamino-propionamide;

N-[1-cyclohexyl-2-oxo-2-(7-phenethyl-octahydro-pyrrolo[2,3-c]azepin-1-yl)-ethyl]-2-methylaminopropionamide;

(S)-N-[(S)-1-Cyclohexyl-2-[(2S,3R)-2-[(ethyl-phenethyl-amino)-methyl]-3-methyl-pyrrolidin-1-yl]-2-oxo-ethyl]-2-methylamino-propionamide;

N-[2-[2-(2-benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-cyclohexyl-2-oxo-ethyl]-2-methylamino-butyramide;

N-[2-[2-Benzyloxyimino-methyl]-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl-2-methylamino-propionamide; and pharmaceutically acceptable salts thereof.

26. A compound selected from

(S)-N-[(S)-1-Cyclohexyl-2-oxo-2-[(S)-2-(3-phenoxy-phenyl)-pyrrolidin-1-yl]-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-1-Cyclohexyl-2-oxo-2-[(S)-2-(3-phenylsulfanyl-phenyl)-pyrrolidin-1-yl]-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-2-[(S)-2-(2-Benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-2-[(S)-2-(2-Benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl]-2-methylamino-butyramide;

(S)-N-[(S)-2-[(S)-2-(1-Benzyl-1H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-2-[(S)-2-(1-Benzyl-1H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl]-2-methylamino-butyramide; and pharmaceutically acceptable salts thereof